

**Form 51-102F3**

***Material Change Report***

**Item 1. Name and Address of Company**

Nass Valley Gateway Ltd. (the "Company")  
575-1111 West Hastings Street  
Vancouver, BC  
V6E 2J3

**Item 2. Date of Material Change**

September 30, 2013

**Item 3. News Release**

The News Release dated October 31, 2013 was disseminated via Canada Newswire and filed with the CNSX (Canadian National Stock Exchange).

A copy of the News Release is attached as Schedule "A".

**Item 4. Summary of Material Change**

On September 30, 2013, the Company's shareholders passed a resolutions approving and ratifying the Company's stock option plan, which is a 10% rolling plan. The Company's news release on October 4, 2013 incorrectly stated that the shareholders had passed a resolution approving and ratifying the number of shares reserved for issuance under the Company's stock option plan as 1,489,152 shares. The Company's news release on October 31, 2013 corrects and clarifies this error.

**Item 5. Full Description of Material Change**

For a full description of the material change, see the news release which is attached hereto as Schedule "A".

**Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

Not applicable.

**Item 8. Executive Officer**

The following Senior Officers of the Company are available to answer questions regarding this report:

Dieter Peter  
President and Chief Executive Officer  
(604) 685-4170

Michael Zhu  
Chief Financial Officer  
(604) 630-6808

**Item 9. Date of Report**

Dated at Vancouver, BC, this 1<sup>st</sup> day of November, 2013.

**MINERAL HILL INDUSTRIES LTD.**

Per: "Dieter Peter"  
Dieter Peter  
President & CEO



# NASS VALLEY GATEWAY Ltd.

Trading Symbols

CNSX: NVG

Deutsche Borse, Frankfurt: 3NVN

Germany: WKN A1JVHM/

ISIN CA6315202029

Website: [www.nassvalleygateway.com](http://www.nassvalleygateway.com)

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## NEWS RELEASE

### NASS VALLEY GATEWAY LTD. ISSUES CORRECTION TO CORPORATE UPDATE NEWS RELEASE

Vancouver, BC, Canada – October 31, 2013

**Nass Valley Gateway Ltd. (the “Company” or “Nass Valley”)** today corrected one item in its news release issued on October 4, 2013. The release incorrectly stated that the shareholders had passed a resolution approving and ratifying the number of shares reserved for issuance under the Company’s stock option plan as 1,489,152 shares. In fact, under the Stock Option Plan, the number of common shares reserved for issuance upon the exercise of stock options is 10% of the issued and outstanding common shares at the date of the grant.

#### **ABOUT NASS VALLEY GATEWAY LTD.**

*Since 2011, Nass Valley is focused on developing, marketing and establishing environmentally responsible Energy Converting and Waste Disposal Technology, through its subsidiary, Global Environomic Systems Corp. (“GSC”). Nass Valley progressed in 2012 on specific multiwave technology applications through its subsidiary, M-Wave EnviroTech Inc. which has installed North America’s first demonstration and production unit in British Columbia, Canada. Nass Valley views both of its environmentally responsible technologies as State Of The Art Systems.*

*Nass Valley Gateway and its subsidiaries are devoted to building value for their shareholders and employees, contributing to the improvement of the communities in which they operate through employment creation, and implementing sustainable practices designed to preserve and enhance our environment.*

#### **For further information please contact:**

Dieter Peter, President & CEO, Phone: 604-685-4170

The CNSX has not reviewed, and does not accept responsibility for the adequacy or accuracy of the contents of this news release.

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